



City of
Rockville
Get Into It

Staff Report: Project Plan 2012-00002, Twinbrook Metro Place

ITEM #: I.A.

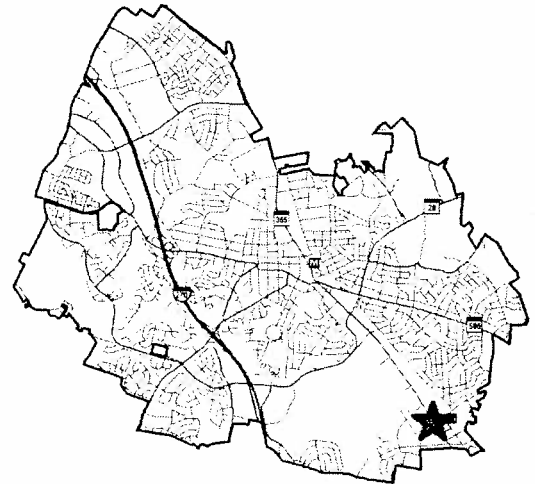
MEETING DATE: Wednesday, September 14, 2011

REPORT DATE: Wednesday, September 7, 2011

TO: Planning Commission

VIA: Jim Wasilak, AICP, Chief of Planning
Bobby Ray, AICP, Principal Planner

FROM: Jeremy Hurlbutt, AICP, Planner III
Community Planning
240.314.8227
JHurlbutt@rockvillemd.gov



APPLICATION DESCRIPTION: For the construction of a Mixed-Use Development with 1,135,499 square feet of office, hotel, health club, retail and multi-family residential uses.

APPLICANT: Twinbrook Partners LLC
5425 Wisconsin Avenue
Suite 600
Chevy Chase, MD 20815

FILING DATE: July 25, 2011

RECOMMENDATION: Hold Briefing

EXECUTIVE SUMMARY: The applicant has submitted an application for a Project Plan pursuant to Section 25.07.07 of the Zoning Ordinance. The Project Plan application is for 1,135,499 square feet that includes an office building, 190 room hotel, health club, ground floor retail, restaurant uses, and 811 multi-family dwelling units. The Project Plan process requires the applicant to come before the Planning Commission and Mayor and Council to present a briefing of the proposed development. This item will come back before the Planning Commission at a later date for recommendation to the Mayor and Council. There is no action required as part of this meeting, as it is an opportunity for comments and questions.

Table of Contents

PROJECT DESCRIPTION.....	3
COMMUNITY OUTREACH.....	4
NEXT STEP	4
ATTACHMENTS.....	4

PROJECT DESCRIPTION

The applicant has submitted an application for a Project Plan pursuant to Section 25.07.07 of the Zoning Ordinance. The Project Plan application is for a 1,135,499 square foot mixed-use development near the Twinbrook metro station. The project will be made up of five buildings, on the 6.75 acre property. The buildings will range in height from ten to fourteen stories (with maximum height of 150 feet). The project will include a 190-room hotel, 162,000 square foot office building, 811 multi-family dwelling units, 36,000 square foot health club, 53,000 square feet of ground floor retail and restaurant uses. The project also purposes to extend Chapman Avenue and construct a new parallel road to connect Chapman Avenue to Rockville Pike through the site.

The proposal is subject to the Project Plan level of review based upon the point system outlined in Section 25.07.02.b. of the Zoning Ordinance. This level of review requires that a “briefing” be provided on the application to both the Planning Commission and Mayor and Council. The Mayor and Council briefing is scheduled for their meeting of September 19, 2011.

Location: 1592 Rockville Pike, Rockville, MD 20852

Applicant: Twinbrook Partners LLC

Land Use Designation: Rockville Pike Corridor Mixed-Use Development

Zoning District: MXTD, Mixed-Use Transit District

Existing Use: 99,000 square foot shopping center and surface parking lot

Parcel Area: 6.75 acres

Subdivision: The Pike & Adj Par, Lot B24, Block A

Building Floor Area: 1.135,499 made up of: 401,000 square feet of nonresidential which includes: 162,000 square feet of office, 109,000 square feet of hotel with 190-rooms and 2,000 square feet of hotel assembly space, 36,000 square feet of health club, 39,000 square feet of retail, 14,000 square feet of restaurant with 2,500 square feet of outdoor s square feet of eating; and 772,000 square feet of residential with 811 units.

Dwelling Units: 811 mutli-family dwelling units

Building Height: 10-14–stories, 150 feet maximum

Parking: 2,219 spaces, re questing a 21% reduction of the parking below the maximum parking limit

COMMUNITY OUTREACH

The applicant conducted the required pre-application area (see Attachment 5) meeting on April 28, 2011, which 7 people attended. The applicant conducted the required post-application area meeting (see Attachment 6) on August 24, 2011, which 8 people attended.

NEXT STEP

Staff will review the application and prepare a staff report and recommendation. A public meeting is tentatively scheduled before the Planning Commission on Wednesday, October 26, 2011, where the Planning Commission will make a recommendation to the Mayor and Council. A public hearing is tentatively scheduled before the Mayor and Council on Monday, November 28, 2011.

ATTACHMENTS

1. Aerial Map
2. Zoning Map
3. Application Form and Project Narrative
4. Site Plan, Landscape Plan and Elevations
5. Pre-Application Area Meeting Minutes
6. Post-Application Area Meeting Minutes



Case Number: PJT2012-00002

Address: 1592 Rockville Pike

Project Name: Twinbrook Metro Place

Date: September 14, 2011



☆ Project Location

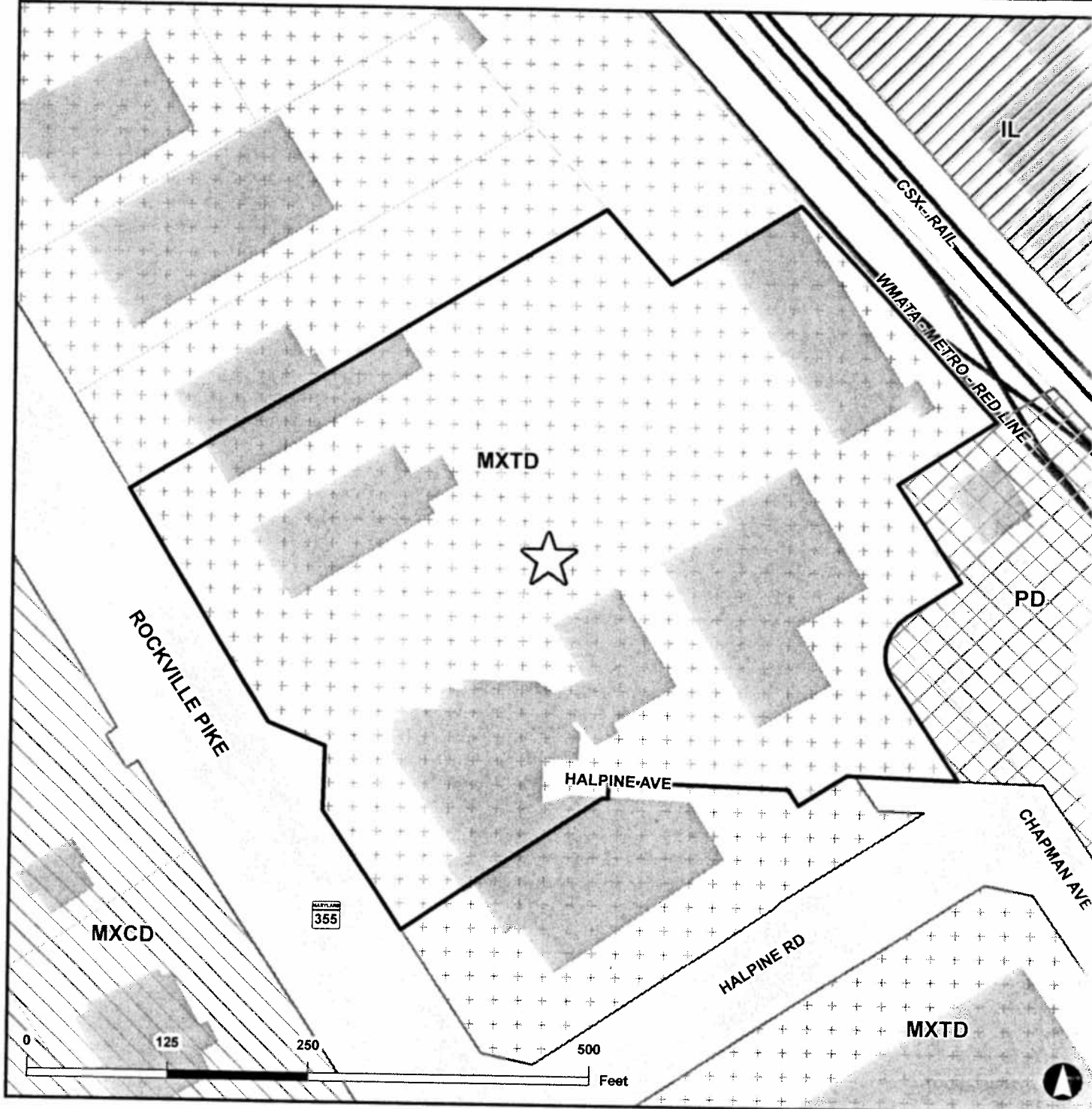


Case Number: PJT2012-00002

Address: 1592 Rockville Pike

Project Name: Twinbrook Metro Place

Date: September 14, 2011



Legend

R-400 - Residential Estate	RMD-10 - Residential Medium Density	MXC - Mixed-Use Commercial
R-200 - Suburban Residential	RMD-15 - Residential Medium Density	MXCD - Mixed-Use Corridor District
R-150 - Low Density Residential	RMD-25 - Residential Medium Density	MXE - Mixed-Use Employment
R-90 - Single Unit Detached Dwelling, Restricted Residential	PD - Planned Development	MXNC - Mixed-Use Neighborhood Commercial
R-75 - Single Unit Detached Dwelling, Residential	IL - Light Industrial	MXT - Mixed-Use Transition
R-60 - Single Unit Detached Dwelling, Residential	PARK - Park Zone	MXTD - Mixed-Use Transit District
R-40 - Single Unit Semi-detached Dwelling, Residential	MXB - Mixed-Use Business	

☆ Project Location



Application for

Project Plan Application/Amendment

PJT
 10/10

City of Rockville
Department of Community Planning and Development Services

111 Maryland Avenue, Rockville, Maryland 20850

Phone: 240-314-8200 • Fax: 240-314-8210 • E-mail: Cpds@rockvillemd.gov • Web site: www.rockvillemd.gov

Type of Application:
☒ Project Plan ☐ Project Plan Amendment (major) ☐ Project Plan Amendment (minor)

Please Print Clearly or Type

 Property Address information 1592 Rockville Pike, Rockville, MD 20852

 Subdivision The Pike & Adj Par Lot (S) B24 Block A

 Zoning MXTD Tax Account (S) 4-03074041
Applicant Information:
Please supply Name, Address, Phone Number and E-mail Address

 Applicant Twinbrook Partners LLC - James A. Alexander - 301-951-2744
5425 Wisconsin Avenue, Suite 600 Chevy Chase, MD - jalexander@albemarlegroup.com

 Property Owner Northwestern Mutual Life Insurance Inc.
720 East Wisconsin Avenue, Milwaukee, WI 53202

 Architect Torti Gallas & Partners, Inc. - Daniel Ashtary - 301-588-4800
1300 Spring Street, 4th Floor, Silver Spring, MD 20910 - dashtary@tortigallas.com

 Engineer VIKA Maryland LLC - Ines Vega - 301-916-4100
20251 Century Boulevard Suite 400 Germantown, MD 20874

 Attorney Linowes & Blocher - C. Robert Dalrymple - bdalrymple@linowes-law.com
7200 Wisconsin Avenue, Suite 800, Bethesda, MD - 301-961-5208

 Project Name Twinbrook Metro Center

 Project Description Redevelopment of existing 99,000 sf shopping center into a mixed use (Residential, Commercial, Retail) transit oriented development.
STAFF USE ONLY
Application Acceptance:

 Application # PJT 2012-00002

Pre-Application _____

Date Accepted _____

Staff Contact _____

Application Intake:

 OR Date Received 7/25/2011

 Reviewed by TWT

Date of Checklist Review _____

 Deemed Complete: Yes ☐ No ☐

 1/21 P.C.
 9/26 M+C

Application Information:

Attachment 3

Level of review and project impact:

This information will be used to determine your projects impact, per section 25.07.02 of the Zoning Ordinance for Project Plan and Site Plan applications only.

Tract Size 6.75 acres, # Dwelling Units Total 850 Square Footage of Non-Residential 401,000
 Residential Area Impact +/- 20 %
 Traffic/ Impact/trips 675

Proposed Development:

Retail <u>46,000</u> Sq. Footage	Detached Unit _____	Parking Spaces _____
Office <u>190,000</u> Sq. Footage	Duplex _____	Handicapped _____
Restaurant <u>14,000</u> Sq. Footage	Townhouse _____	# of Long Term _____
Other _____ Sq. Footage	Attached _____	# of Short Term _____
Health Club	Multi-Family <u>850</u>	
200 Hotel Rooms	Live _____	
	MPDU _____	

Existing Site Use(s) (to include office, industrial, residential, commercial, medical etc.) _____
 99,000 sf or Retail (including restaurant) and associated parking _____

Estimated Points Total:

To complete the table below, use the information that you provided above to calculate your total points from the chart below.

Points/Elements	1	2	3	4	Points
Tract size - Acres	1 or fewer	1.1 to 2.5	2.6 to 5	5.1 or greater	4
Dwelling Units	5 or fewer	6 to 50	51 to 150	151 or greater	4
Square Footage of Non-Residential Space	5,000 or fewer square feet	5,001 to 10,000 square feet	10,001 to 50,000 square feet	50,001 or greater square feet	4
Residential Area Impact	No residential development in a residential zone within 1/4 mile of the project	35% of area within 1/4 mile of the project area is comprised of single-unit detached residential units	65% of area within 1/4 mile of the project area is comprised of single-unit detached residential units	Development is within single-unit detached unit area.	2
Traffic Impact - Net new peak hour trips	Fewer than 30 trips	30-74 trips	75-149 trips	150 or more trips	4
Points Total*					
The total of the points determine the level of notification and the approving authority .					18

Based on The Impact Total Your Project will be:

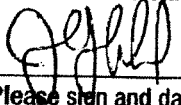
Attachment 3

- ☐ Project Plan Amendment
- ☐ Project Plan Amendment (major)
- ☐ Project Plan Amendment (Minor)

Previous Approvals: (if any)

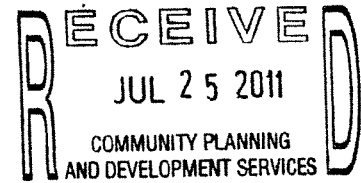
Application Number	Date	Action Taken
PAM # 2011-00042		

A letter of authorization from the owner must be submitted if this application is filed by anyone other than the owner.
I hereby certify that I have the authority to make this application, that the application is complete and correct and that I have read and understand all procedures for filing this application.

 JAMES A ALEXANDER 7/22/11
Please sign and date

**LINOWES
AND BLOCHER LLP**
ATTORNEYS AT LAW

Attachment 3



July 25, 2011

C. Robert Dalrymple
301.961.5208
bdalrymple@linowes-law.com
Heather Dlhopsky
301.961.5270
hdlhopsky@linowes-law.com

VIA HAND DELIVERY

Mr. James Wasilak
Chief of Planning
City of Rockville
111 Maryland Avenue, Room 217
Rockville, Maryland 20850

Re: Twinbrook Metroplace – Project Plan Application for Redevelopment of 1592 Rockville Pike, City of Rockville (the “Property”)

Dear Mr. Wasilak:

On behalf of Twinbrook Partners LLC and The Northwestern Mutual Life Insurance Company (collectively the “Applicant”), please find enclosed an application (the “Application”) for a project plan (the “Project Plan”) for the Property, submitted pursuant to Section 25.07.07 of the City of Rockville Zoning Ordinance (the “Zoning Ordinance”). The Application proposes redevelopment of the Property in order to transform the outdated existing single-story commercial uses and surface parking into a transit-oriented, mixed-use “destination location” composed of five buildings all with activating ground-floor retail uses, along with a landscaped pedestrian promenade adjacent to Rockville Pike, underground and aboveground structured parking, open areas and public use spaces, and related amenities (the “Project”).

On April 8, 2011, the Applicant filed its pre-application submission with the City of Rockville (the “City”). The pre-application area meeting was conducted on April 28, 2011, and the Development Review Committee (“DRC”) meeting took place on May 5, 2011. Illustrative of the iterative process that the Applicant has already pursued with the City and interested members of the community and in response to comments received at the pre-application area meeting and the DRC meeting, the Applicant has implemented the following revisions to the Application prior to this submittal (all as explained in further detail below):

- 1) Agreed that Festival Street will be a public street rather than a private street.
- 2) Adjusted sidewalk widths throughout the Project.

**L&B 1567738v6/11901.0001

Mr. James Wasilak
July 25, 2011
Page 2

- 3) Eliminated service alley access at the corner of Chapman Avenue Extension and Halpine Road, and relocated the service alley entrance to Halpine Road through an existing easement.
- 4) Located stormwater management vaults for the Project's buildings inside the buildings.
- 5) Eliminated the proposed retail building at Chapman Avenue Extension and Festival Street to provide flexibility in the alignment of the Chapman Avenue Extension.
- 6) Increased the proposed tree coverage on the Property.
- 7) Agreed to future dedication of a service drive parallel to Rockville Pike.
- 8) Reduced both the building and garage footprints to fit inside the new right-of-way lines established for the Chapman Avenue Extension and Festival Street.

PROPERTY DESCRIPTION

The Property is zoned Mixed-Use Transit District ("MXTD") and is located within the boundaries of the 1989 Rockville Pike Corridor Neighborhood Plan (the "1989 Plan").¹ The Property is composed of one parcel approximately 6.75 acres in size and is bounded by Rockville Pike to the west, the Metro tracks to the east, an approximately 56,449-square-foot property to the south (with Halpine Road directly to the south of that property), and an approximately 46,619-square-foot property to the north. The Property is currently improved with approximately 80,000 square feet of single-story retail uses and 20,000 square feet of office uses, with approximately 150,000 square feet of surface parking. The properties to the north, south, and west across Rockville Pike are similarly commercial in nature and use, with single-story retail uses and vast amounts of surface parking.

Located just 600 feet from the entrance to the Twinbrook Metro Station, the Property is ideally situated for a transit-oriented, mixed-use "destination location". The Property is a short ride

¹ The Property is also located within the boundaries of the draft "Rockville Pike: Envision a Great Place" plan (the "Draft 2011 Plan"), which proposes to update the 1989 Plan and was published for public review on December 27, 2010. It is anticipated that the Draft 2011 Plan will not be adopted by the City of Rockville Mayor and Council (the "Mayor and Council") until after Mayor and Council review of the Application is complete, and therefore the Application is governed by the existing zoning on the Property and the recommendations of the 1989 Plan. However, as discussed in further depth below, the Application is nevertheless generally consistent with the "Development Principles" contained in the Draft 2011 Plan.

LINOWES
AND BLOCHER LLP
 ATTORNEYS AT LAW

Mr. James Wasilak
 July 25, 2011
 Page 3

north or south on Metro's Red Line to downtown Rockville, the National Institutes of Health, Bethesda, or downtown Washington, D.C. The Property is also within easy walking distance of significant office and retail concentrations in the vicinity of the Twinbrook Metro Station, and enjoys excellent access in all directions via major arterial roads, such as Rockville Pike, Twinbrook Parkway, Montrose Road, and Veirs Mill Road.

PROJECT DESCRIPTION

The Application proposes a complete redevelopment of the Property to transform the existing outdated single-story retail uses and surface parking into a transit-oriented, mixed-use "destination location". The Project is composed of five buildings, identified on the enclosed Project Plan as Building "1", Building "2", Building "3", Building "4", and Building "5". The Project proposes an appropriate mix of residential, office, hotel, health club, retail, and restaurant uses to activate the Property given its convenient proximity to the Twinbrook Metro Station (the programming calculations are detailed in the Development Data Table included on the Project Plan). To activate the Property along the important Rockville Pike frontage, the Project provides a landscaped, pedestrian promenade with adjacent retail, office, and hotel uses. The Project then steps up to more density-intensive residential uses further to the eastern side of the Property, along its border with the Metro tracks. Ground-floor retail will be included in all buildings. To supplement the existing Rockville Pike street grid, the Applicant proposes to construct a new east-west Festival Street connector road ("Festival Street") and a north-south extension of Chapman Avenue (the "Chapman Avenue Extension"). Vehicular access to the Project will be via Festival Street and the Chapman Avenue Extension. Both streets will be dedicated to public use; the Applicant is seeking a minor waiver pursuant to Section 21-20 of the City of Rockville Code (the "City Code") to permit the Chapman Avenue Extension to be constructed to a 53.67-foot right-of-way, with a 16.33-foot Public Utility Easement, resulting in total width dedicated to public use of 70 feet (in place of 70 feet of right-of-way typically required for business district roads), and to permit Festival Street to be constructed to a 51.67-foot right-of-way with a 14.33-foot Public Utility Easement, resulting in total width dedicated to public use of 66 feet (again in place of 70 feet of right-of-way typically required for business district roads), all as explained in further detail below. The Applicant is also seeking a parking reduction pursuant to Section 25.16.03(h)(1) of the City Code to construct approximately 11% fewer parking spaces than would otherwise be required, also explained in further detail below.

Buildings "1" and "2" will be constructed south of Festival Street. Building "1" is proposed to be a 10-story (approximately 125-foot) office building along Rockville Pike, and Building "2" is proposed to be a 14-story (approximately 147-foot) residential building along the Chapman Avenue Extension. Buildings "1" and "2" will be constructed over underground parking and will wrap around an aboveground parking structure. Buildings "3" and "4" will be constructed

Mr. James Wasilak
July 25, 2011
Page 4

north of Festival Street. Building "3" is proposed to be a 10-story (approximately 106-foot) hotel along Rockville Pike, and Building "4" is proposed to be a 14-story (approximately 144-foot) multi-family residential building along the Chapman Avenue Extension. Buildings "3" and "4" will be served by underground parking. East of the Chapman Avenue Extension, the Applicant proposes Building "5" as a 13-story (approximately 140-foot) multi-family residential building. Building "5" will be constructed over underground parking and will be designed to wrap around an aboveground parking structure.

While architectural design and building materials are very conceptual at this point, it is anticipated that all buildings will be constructed of some combination of masonry, glass, steel, and concrete. The heights and massing will be pedestrian-oriented in nature, with lower heights along the streetscape facades that then step back to greater heights above the third and fourth stories. The Applicant further proposes a landscaped, pedestrian promenade along Rockville Pike as well as pedestrian-friendly landscaping and streetscape and retail locations along Festival Street and the Chapman Avenue Extension. Additionally, the Applicant proposes private, residential amenity spaces and green roofs on the lower levels of the multi-family residential buildings.

REQUIREMENTS FOR PROJECT PLAN APPROVAL

Pursuant to Section 25.07.01(b)(2) of the Zoning Ordinance, a Project Plan application may be approved provided that the Mayor and Council find that approval of the application will not:

- (a) Adversely affect the health or safety of persons residing or working in the neighborhood of the proposed project;
- (b) Be in conflict with the Plan;
- (c) Overburden existing and programmed public facilities as set forth in Article 20 of this Chapter and as provided in the adopted Adequate Public Facilities Standards;
- (d) Constitute a violation of any provision of this Code or other applicable law; or
- (e) Adversely affect the natural resources or environment of the City or surrounding areas.

As discussed fully below, the Project satisfies all of the requirements for approval of the Application.

LINOWES
AND **BLOCHER LLP**
ATTORNEYS AT LAW

Mr. James Wasilak
July 25, 2011
Page 5

- (a) Adversely affect the health or safety of persons residing or working in the neighborhood of the proposed project.

The Project will have no adverse impact on the health or safety of persons residing or working in the neighborhood of the Project. The Property is surrounded by commercial uses along Rockville Pike to the north, south, and west and is separated from the nearest single-family residential neighborhood by the Metro tracks and the CSX/MARC rail line.² The existing surrounding area is generally described as follows: To the east are the Metro tracks and the CSX/MARC rail line, which provide a significant buffer from the nearest single-family residential neighborhood to the east. To the west is Rockville Pike and Congressional Plaza, which contains single-story box stores and surface parking, as well as smaller stores and fast-food restaurants. To the north is an approximately 46,619-square-foot property currently improved with single-story retail uses and surface parking, similar to the current uses on the Property. To the immediate south is an approximately 56,449-square-foot property, also currently improved with single-story retail uses and surface parking (with Halpine Road directly to the south of that property). Just south across Halpine Road is the The JBG Companies' Twinbrook Station project, for which the City approved 1,596 dwelling units, 325,000 square feet of office uses, 220,000 square feet of retail uses, 2,409 private parking spaces, and 1,151 parking spaces for Metro commuters. When complete, the Twinbrook Station project will have 18 buildings, of which two will be 170 feet in height and four others will be 130 feet in height. To date, the Alaire, a multi-family residential building with 279 units and part of the Twinbrook Station project, is constructed and is occupied by residents.

Furthermore, the zoning on surrounding properties and the recommendations for these properties contained in the 1989 Plan and the Draft 2011 Plan provide significant future development and redevelopment opportunities along the Property's western, northern, and southern boundaries. The properties to the north and south are similarly zoned MXTD and could be redeveloped with the same densities and heights as proposed for the Property. The properties to the west, north, and south are also located within the 1989 Plan and the Draft 2011 Plan. Both plans recommend mixed-use, transit-oriented developments near the Twinbrook Metro Station. To that end, the Project is compatible with all surrounding uses and properties as they exist today and as they are planned to exist in the future.

The construction of Festival Street and the Chapman Avenue Extension will create new vehicular and pedestrian linkages along Rockville Pike and will help the City to create a true street grid in the South Pike location. These infrastructure improvements are anticipated to

² The closest residents to the Project are the tenants of the "Alaire" building, itself a transit-oriented, mixed-use development which is part of The JBG Companies' Twinbrook Station project.

Mr. James Wasilak
July 25, 2011
Page 6

divert traffic away from Rockville Pike towards the internal street grid which the Project helps to create. All of these public benefits will be further steps in improving the appearance, functionality, and value of this stretch of Rockville Pike and will directly benefit the public.

Residents of the City and employees working in the area of the Property will benefit from the increased pedestrian connectivity between Rockville Pike and the Twinbrook Metro Station that will be provided by the Project. Specifically, the Applicant intends to construct sidewalks along Festival Street and the Chapman Avenue Extension to create attractive, safe, and walkable linkages between Rockville Pike and the Twinbrook Metro Station. Furthermore, the Project will also increase green space and open area along Rockville Pike and in such manner, will benefit the health and welfare of persons residing or working in the neighborhood of the Project. The proposed design includes a landscape buffer along Rockville Pike coupled with street trees and ground plantings along Festival Street and the Chapman Avenue Extension. These plantings will provide shading and will transform this corridor into a visual amenity. The Project will vastly improve the current functioning of the Property from an environmental perspective, by complying with the City's green building and forest conservation standards, enhancing the experience of area residents, workers, and visitors of the Project, as well as complying with the City's stormwater management requirements.

(b) Be in conflict with the Plan.

The Project satisfies both the general urban design goals and the Property-specific recommendations of the 1989 Plan. The Property is located in the "Metro Performance District" of the 1989 Plan. The 1989 Plan recognizes that the "Twinbrook Metrorail Station is an important asset in the Rockville Pike Corridor" and that the goal of the Metro Performance District "chapter is to build upon the assets found in the area..." (p. 89). The Project complies with the 1989 Plan's "urban design goals" for the Metro Performance District as follows:

- Promote the effective use of Metro and other transit facilities.

The Project proposes an appropriate mix of activating uses within 600 feet of the Twinbrook Metro Station. The mix of uses will encourage residents, workers, and visitors to utilize Metro to access the Project, as well as the Metrobus and Ride-on bus routes that run near the Project along Rockville Pike.

- Minimize vehicular congestion and pedestrian conflicts.

The construction of Festival Street and the Chapman Avenue Extension will create new vehicular and pedestrian linkages along Rockville Pike and will help the City to create a true street grid in the South Pike location. The pedestrian promenade along Rockville Pike will

LINOWES
AND **BLOCHER LLP**
ATTORNEYS AT LAW

Mr. James Wasilak
July 25, 2011
Page 7

include a landscaped buffer and street trees, providing safety and shading and encouraging pedestrians to walk to and from the Project, the Twinbrook Metro Station, and other destinations in the vicinity. Sidewalks along Festival Street and the Chapman Avenue Extension will create attractive, safe, and walkable linkages between Rockville Pike and the Twinbrook Metro Station.

- Promote improved pedestrian circulation and develop open spaces to serve the needs of the workers, shoppers and residents.

The proposed open area and public use space will exceed the requirements of the MXTD Zone. The inclusion of open area and public use space is a significant improvement over the existing surface parking and single-story uses on the Property, and will serve the needs of residents, workers, shoppers, and visitors to the area by providing an attractive space for shopping and gathering.

- Increase residential development within a range of housing types and income.

Included in the proposed uses for the Project are a mix of residential unit types with a range of price points (including 12.5% Moderately Priced Dwelling Units, or "MPDUs"), for persons of various income levels.

- Encourage good building design which will contribute to a unified and coordinated urban environment.

While architectural design and building materials are very conceptual at this point, it is anticipated that all buildings will be constructed of some combination of masonry, glass, steel and concrete. The heights and massing will be pedestrian-oriented in nature, with lower heights along the streetscape facade stepping back to greater heights above the third and fourth stories of the buildings.

- Conserve the existing positive attributes by retaining existing compatible uses, landscape and design features.

There are very few existing positive attributes on the Property given its outdated single-story commercial uses and vast area of paved surface parking. The Project proposes to completely redevelop the Property to better reflect what a site so proximate to the Twinbrook Metro Station should be: an activated, transit-oriented, mixed-use "destination location".

- Establish an attractive and pleasant environment through the use of landscaping and coordinated amenities.

LINOWES
AND **BLOCHER LLP**
ATTORNEYS AT LAW

Mr. James Wasilak

July 25, 2011

Page 8

The Landscape Plan submitted with this Application demonstrates the manner in which the Project satisfies the City's landscape requirements as contained in the Landscaping, Screening and Lighting Manual.

Furthermore, as demonstrated in the chart below, the Project complies with the relevant 1989 Plan Property-specific recommendations (p. 111-133).

	1989 Plan Recommendations ³	Proposed Project
Use	Mixed-Use: Residential, office and retail	Mixed-Use: Residential, office, hotel, health club, retail, and restaurant
Rockville Pike Build-to-Line	135-foot build-to-line from centerline of Rockville Pike	135 feet from centerline of Rockville Pike
Secondary Street Build-to-Line	Place at least 50% of the lower floors of buildings at the build-to-line to create a street edge. Orient support retail to the street to maintain a consistent visual image at the level of pedestrian of activity. Residential units may be set back from the build-to-line above the first floor.	Consistent build-to-line and ground-floor retail proposed along Festival Street and Chapman Avenue Extension. Proposes sidewalk retail and cafes to enliven and encourage pedestrian activity. Residential, office and hotel uses will be set back above the first floors.
Rockville Pike Streetscape	Streetscape, including landscaping, is recommended for Rockville Pike	Streetscaping, landscaping, open area, and public use space is proposed along Rockville Pike.
Mid-Block Vehicular Access	Mid-block vehicular access recommended	Mid-block vehicular access will be provided in the form of Festival Street.
Proposed Street Grid	Extension of Chapman Avenue and creation of "One Way West," east-west mid-block connection	Project proposes to Chapman Avenue Extension in a more direct, westerly route to preserve direct access through the Property and to maintain the street grid. The Project also proposes east-west Festival Street.

³ The 1989 Plan includes certain site-specific recommendations that are no longer applicable. For example, the recommendation for "15-60 dwelling units per acre" was obviated when the Property was zoned to MXTD, which has no density cap. In addition, the "Halpine Promenade" and "Grade Separated Pedestrian Crossing at Halpine Road and Rockville Pike" recommendations are not relevant because they apply to the property located along Halpine Road just south of the Property, which is not part of this development proposal.

Mr. James Wasilak
July 25, 2011
Page 9

In addition, although not governing, the Project meets the Draft 2011 Plan's "Development Principles" (pp. 4.2-4.4). In particular, the Project will promote the following:

- Quality architecture and urban design will create a visually appealing environment along the Pike.

By redeveloping the existing single-story retail and surface parking with high-quality, mixed-use buildings constructed in a range of modern materials and architectural techniques, and the inclusion of landscaping, hardscape, open area, and public use spaces, the Project creates a visually appealing environment along Rockville Pike.

- Roadway and intersection improvements on the Pike will allow for smooth, safe vehicular flow.

The Project proposes expanding the Rockville Pike street grid by constructing a new east-west Festival Street and north-south Chapman Avenue Extension. This extended street network will allow for smoother, safer vehicular flow up and down Rockville Pike and between Rockville Pike and Twinbrook Metro Station, while also establishing future development opportunities through the logical organization of the street grid.

- The Pike will feature a safe and pleasant environment for walking and biking.

The Project creates a landscaped, pedestrian promenade along Rockville Pike and active streetscapes along Festival Street and the Chapman Avenue Extension to facilitate safe and accessible pedestrian and bike linkages to the Twinbrook Metro Station. Installing landscaping and hardscape improvements where only asphalt currently exists helps to create a safe and pleasant environment for walking and biking along the Rockville Pike corridor.

- The Pike will feature vibrant, walkable mixed-use developments.

The Project is a five-building, mixed-use development that will bring the correct mix of residents, office workers and retail/restaurant/health club patrons to activate the neighborhood and transform this section of Rockville Pike into a lively, successful, and suitable transit-oriented "destination location".

- The economic success of Rockville's Pike will be maintained by supporting both local and national retail and encouraging property redevelopment.

By redeveloping this outdated retail strip with residential, office, hotel, health club, retail, and restaurant uses, the Project utilizes the Property to its highest and best use and provides an

LINOWES
AND **BLOCHER** LLP
ATTORNEYS AT LAW

Mr. James Wasilak
July 25, 2011
Page 10

optimal environment to attract successful national and local retailers and other excellent business and residential end users.

In addition to meeting the Draft 2011 Plan's Development Principles, the location of Festival Street satisfies the proposed "South Pike" street grid, and locating the landscaped pedestrian promenade along Rockville Pike preserves the City's ability to expand Rockville Pike to accommodate the "Multi-way Boulevard," if approved. Accordingly, the Project squarely conforms to the Draft 2011 Plan's vision for the future of Rockville Pike and does not limit or impact any future implementation of that plan.

- (c) Overburden existing and programmed public facilities as set forth in Article 20 of this Chapter and as provided in the adopted Adequate Public Facilities Standards.

The Project satisfies the City's Adequate Public Facilities Ordinance ("APFO") found at Section 25.20.01 *et seq.* of the Zoning Ordinance, and the accompanying Adequate Public Facilities Standards ("APFS").

- Adequate existing public water and sewer service exists to serve the needs of the Project.
- With regard to school capacity, the Property is located in the Walter Johnson school cluster, and the Project's students will be assigned to Farmland Elementary School, Tilden Middle School, and Walter Johnson High School. The FY2011 and FY2012 City of Rockville school tests project sufficient capacity at all three schools, and with the additional students generated by the Project, the 110% school capacity threshold will not be exceeded. Accordingly, the Project satisfies the APFO and APFS school capacity requirements.
- The Project will satisfy the APFO and APFS requirements for fire and emergency service protection. The residential units will all have sprinklers, mitigating the need for the Property to be accessible by fire engines from at least three separate fire stations within a 10-minute time period. That said, fire and emergency services will be able to access the Project rapidly because the Property is located approximately 0.3 miles from Station 23 located at 121 Rollins Avenue, and within 2 miles of Station 3 located at 380 Hungerford Drive and Station 21 located at 12500 Veirs Mill Road.
- The Applicant's infrastructure improvements and other mitigation measures will mitigate the transportation impact of the Project as required by the APFO, APFS, and Comprehensive Transportation Review ("CTR") requirements. The Project will

Mr. James Wasilak
 July 25, 2011
 Page 11

mitigate its transportation impacts as required by the APFO and APFS by enhancing the street grid and through other mitigation, all as detailed in the Applicant's Comprehensive Transportation Report submitted with this Application.

- (d) Constitute a violation of any provision of this Code or other applicable law.

The Project satisfies the requirements of the Zoning Ordinance.

The Property is zoned MXTD, which permits all of the uses proposed for the Project. Furthermore, as shown in the chart below, the Project satisfies the development standards for the MXTD Zone as detailed in Sections 25.13.05(b)(1) and 25.13.05(b)(2) of the Zoning Ordinance:

Category	Requirement	Proposed for the Project
Height	120 feet ⁴	Up to 150 feet ⁵
Open Area (% of net lot area)	15% when residential dwellings are provided	Currently approximately 40%; proposes no less than 20%
Public Use Space (% of net lot area)	10%	Currently approximately 20%; proposes no less than 15%
Setbacks		
Public right-of-way abutting	None	0 feet
Side (when non-residential land abutting)	None; 10-foot minimum if provided	10 feet

⁴ Building height may be increased to 150 feet under the following conditions: (a) The public use space requirement must be provided on the site; (b) the building footprint cannot occupy more than 80% of the net lot area; (c) the building design exceeds the urban design recommendations of the applicable master plan; and (d) the building must exceed any energy conservation standards set forth in this Code.

⁵ The proposed buildings with heights in excess of 120 feet satisfy the Zoning Ordinance because the Project: (a) currently proposes 20% public use space, which is more than the required 10% public use space on-site; (b) currently proposes approximately 70% building coverage, less than the maximum building coverage of 80%; (c) exceeds the urban design recommendations of the 1989 Plan by creating an active, retail-oriented street edge along Rockville Pike and lining secondary streets with residential and retail (see 1989 Plan, pp. 96-100); and (d) will exceed the City's established energy conservation standards for those buildings for which additional building height is being requested, as discussed further below.

Mr. James Wasilak
July 25, 2011
Page 12

Rear (when non-residential land abutting)	None; 10-foot minimum if provided	0 feet
Build-to-line from centerline of Rockville Pike	135 feet	135 feet
Lot Coverage (% of net lot area)	None; except that maximum of 80% of net lot area permitted when building height exceeds 120 feet (see Footnotes 5 and 6)	Currently approximately 70%; not to exceed 80%

The Project will also satisfy the "Special Design Regulations" for the MXTD zone established in Section 25.13.07(a) of the Zoning Ordinance as follows:

- (1) *Building Location – In order to meet the intent of the Master Plan, buildings in the MXTD Zone should be located at the front property line(s), including corner lots, or the build-to line where established by the Plan. Access to the rear, if required, should be via alleys. If access is required from the front, the driveway entry should be a portal penetrating the façade of the building. The continuity of the building façade must be maintained above the drive entry.*

The buildings along Rockville Pike are proposed to be constructed to the 135-foot build-to-line established in the 1989 Plan. Vehicular access to the Property will be through the east-west Festival Street and north-south Chapman Avenue Extension.

- (2) *Uses by Floor – The ground floor must contain retail or public-related service uses along those streets designated in the Master Plan as major pedestrian spines. Ground floor retail is the preferred use along other streets, but is not required. The ground floor should normally have a ceiling height of at least 15 feet. At the time of site plan review or project plan review, the Approving Authority may consider a lower ceiling height if appropriate in the particular circumstance. The upper floors may be additional retail, office, residential, or a combination of uses. If the building contains only residential units, the ground floor may consist of residential units, but should be designed to facilitate conversion to retail or other commercial uses.*

All five buildings will contain ground-floor retail. The heights on the ground floor will meet or exceed the 15-foot height requirement. As stated above, the upper floors on Buildings "1" and "3" will contain office and hotel, respectively, and the upper floors on Buildings "2", "4" and "5" will contain residential uses.

LINOWES
AND **BLOCHER LLP**
ATTORNEYS AT LAW

Mr. James Wasilak
July 25, 2011
Page 13

- (3) *Facade – The façade design must be consistent with the standards set forth in subsection 25.13.05.b.2(a). Where the façade height exceeds 35 feet, the façade should include an expression line above the first floor level and a defined cornice line at the top of the façade wall.*

Because architectural design, including façade design, is very conceptual at this Project Plan stage, the Project will demonstrate satisfaction with this requirement at the time of site plan review.

- (4) *Fenestration – Generally, fenestration of the stories above the ground floor should be by individual framed windows. Continuous strip windows may be allowed by the Planning Commission if they are used to maintain compatibility with existing contiguous projects.*

Because architectural design, including fenestration, is very conceptual at this Project Plan stage, the Project will demonstrate satisfaction with this requirement at the time of site plan review.

- (5) *Sidewalks – Where sidewalks must be built new or rebuilt as part of redevelopment, they should comply with the provisions of Section 25.17.05.*

All sidewalks in the Project will comply with Section 25.17.05 of the Zoning Ordinance. If alterations are required, the Applicant will seek a waiver pursuant to Section 21-20 of the City Code.

- (6) *Parking – On-site parking must be provided in accordance with the requirements of Article 16. Parking must be located to the side or in the rear of the buildings unless ground floor retail is provided, in which case limited parking may be allowed in the front to serve the retail uses. Structured parking, either above or below grade, is preferred. Any parking structure facades visible from the street or a transitway must be treated in the same manner as the primary building facades. All parking must be screened to prevent vehicle headlights from shining into adjoining residential properties.*

Under the provisions of Section 25.16.03 of the Zoning Ordinance, 1,460 parking spaces are required to be provided in the Project (once the applicable credit for proximity to Metro, per Section 25.16.03(h)(3), and the shared parking space analysis, per Section 25.16.03(h)(6) is applied, all as indicated on the Project Plan's Development Data Table). The Project proposes to construct 1,291 total parking spaces, with the vast majority of the parking spaces provided either underground or in fully-screened above-ground structures. Thus, the Applicant seeks a reduction pursuant to Section 25.16.03(h)(1) of the Zoning Ordinance to permit 12% fewer parking spaces

Mr. James Wasilak
July 25, 2011
Page 14

than would otherwise be required (once the applicable credits for proximity to Metro and shared parking are applied), all as explained in further detail below in the "Requested Waivers" section.

In addition, the Project will satisfy the "Additional Design Guidelines" for the Mixed-Use Zones as detailed in Section 25.13.06 of the Zoning Ordinance, whose stated purpose in subsection (a) is "to establish guidelines that will promote the highest quality of development in the Mixed Use Zones", and that "[n]ew development or redevelopment should be consistent with the intent and purpose" of these guidelines. The Project is or will be consistent with these "Additional Design Guidelines" as follows:

(b) Aesthetic and Visual Characteristics for All Zones

This subsection contains guidelines relating to facades and exterior walls, roofs, materials and color, items not permitted to face a public street, entryways, and screening of mechanical equipment. Due to the conceptual nature of the Project's proposed architecture at this Project Plan stage, all of these items are better addressed at site plan, and at that time the Applicant will demonstrate the manner in which the Project is consistent with these guidelines.

(c) Site Design and Relationship to Surrounding Community

(1) Vehicular Access

To supplement the existing Rockville Pike street grid, the Applicant proposes to construct the east-west Festival Street connector road between Rockville Pike and the eastern side of the Project, and the north-south Chapman Avenue Extension from Halpine Road north to its intersection with Festival Street. Vehicular access to the Project will be via Festival Street and the Chapman Avenue Extension. Both streets will be dedicated to public use.

(2) Buffers

As previously discussed, there are no nearby residential uses, with the exception of the residents of the "Alaire" building in the Twinbrook Station project located on the south side of Halpine Road, which is itself a transit-oriented mixed-use development similar to the Project. The Property is surrounded by commercial uses along Rockville Pike to the north, south, and west and is separated from the nearest single-family residential neighborhood to the east by the Metro tracks and the CSX/MARC rail line.

(3) Outdoor Sales and Storage

The Project Plan does not propose any outdoor sales or storage at this time.

Mr. James Wasilak
July 25, 2011
Page 15

(4) *Trash Recycling, Waste Oil/Grease Collection Area*

The Project will comply with locational requirements for these facilities at the time of site plan review.

(5) *Parking Lots and Structures*

Nearly all parking in the Project will be located in underground facilities or fully screen aboveground parking structures, with the exception of the surface spaces located along the streets internal to the Project. Each building will have either its own underground or aboveground structured parking facility, or one located within a short walk, so as to efficiently serve the parking needs of residents, workers, and visitors to the Project.

(6) *Pedestrian and Bicycle Flows*

The Project creates a landscaped, pedestrian promenade along Rockville Pike and active streetscapes along Festival Street and the Chapman Avenue Extension to facilitate safe and accessible pedestrian and bike linkages to the Twinbrook Metro Station. Installing landscaping and hardscape improvements where only asphalt currently exists helps to create a safe and pleasant environment for walking and biking along the Rockville Pike corridor.

(7) *Central Features and Community Spaces*

The Project provides high-quality, activated public use spaces along its Rockville Pike frontage, Festival Street, and Chapman Avenue Extension, as well as open area in the form of rooftop terraces and green roofs in Buildings 1, 3, and 5, all as shown on the Public Use & Open Space Plan submitted with this Application.

(8) *Delivery and Loading Spaces, Hours of Operation*

The Project is not located adjacent to any residential neighborhoods, but rather is located next to other commercial facilities with similar delivery and loading needs to the Project. Notwithstanding this, delivery and loading spaces are proposed to be located in service alleys behind the buildings so as to efficiently serve the needs of the uses in the Project while remaining tucked out of the way for aesthetic and functionality purposes.

(9) *Ancillary Uses*

All of the uses proposed for the Project are permitted in the MXTD Zone.

LINOWES
AND **BLOCHER LLP**
ATTORNEYS AT LAW

Mr. James Wasilak
July 25, 2011
Page 16

(10) Noise Abatement

The Applicant will demonstrate that the Project complies with this requirement at the time of site plan review.

(11) Outdoor Lighting

The Applicant will submit a Lighting Plan at the time of site plan review that demonstrates compliance with this requirement.

(12) Landscaping

The Landscape Plan submitted with this Application demonstrates the manner in which the Project satisfies the City's landscape requirements as contained in the Landscaping, Screening and Lighting Manual.

The Project satisfies other applicable City laws.

The Project is designed to satisfy all other applicable City laws. The Project will provide 12.5% MPDUs in full satisfaction of Chapter 13.5 of the City Code. The Project's Stormwater Management Concept Plan (approved on July 1, 2011, a copy of which is included with this Application) satisfies the requirements of Chapter 19 of the City Code by providing environmental site design to the maximum extent practicable, utilizing green roofs and bio-planters, and stormwater management vaults and fee-in-lieu to satisfy the remainder of the stormwater management requirements. The Project will satisfy the afforestation requirements of Chapter 10.5 of the City Code through a mix of on-site plantings and fee-in-lieu, and a Preliminary Forest Conservation Plan has been submitted as part of this Application, demonstrating compliance with these requirements. The Project will also satisfy the green building regulations contained in Chapter 5 of the City Code. Moreover, as referenced herein, the Project will exceed the City's energy conservation standards contained in Chapter 5 of the City Code. The Landscape Plan submitted with this Application demonstrates the manner in which the Project satisfies the landscaping requirements contained in the City's Landscaping, Screening and Lighting Manual (the Applicant will address screening and lighting requirements at the time of site plan review of the Project). Finally, the Project will comply with the City's signage requirements established in Section 25.18 of the Zoning Ordinance and Chapter 19.5 of the City Code. Where compliance is not possible, the Applicant, or its tenants, will submit a request for a sign variance pursuant to the City Code.

- (e) Adversely affect the natural resources or environment of the City or surrounding areas.

LINOWES
AND **BLOCHER** LLP
ATTORNEYS AT LAW

Mr. James Wasilak
July 25, 2011
Page 17

The Property has no natural resources or environmental areas on site, and, accordingly, redevelopment will not impair any existing natural resources or other environmental resources. Rather, the Project will improve the local environment by installing a modern stormwater management system, vegetation, and tree cover in excess of what currently exists on the Property.

REQUESTED WAIVERS

The Applicant is seeking approval of two waivers in conjunction with the Application in order to implement the Project:

(1) Parking Reduction

The Applicant seeks a reduction pursuant to Section 25.16.03(h)(1) of the Zoning Ordinance to permit 12% fewer parking spaces than would otherwise be required for the Project (once the applicable credits for proximity to Metro and shared parking are applied). Pursuant to Section 25.16.03(h)(1), during review of a Project Plan in the MXTD Zone the Mayor and Council have the authority to reduce the required number of parking spaces to be constructed provided that one or more of the following criteria are satisfied:

- (a) *A major point of pedestrian access to such building or buildings is within seven-tenths of a mile (3,696 feet) walking distance of a transit station entrance shown on the Washington Metropolitan Area Transit Authority Adopted Regional Rail Transit System.*
- (b) *There are three (3) or more bus routes in the immediate vicinity of the building or buildings.*
- (c) *There is a major public parking facility available to the public within 1,000 feet of a building entrance.*
- (d) *Where the size of the lot is so small that meeting the parking requirement would prevent redevelopment.*
- (e) *Where there is a bikeway in close proximity to the site and the applicant demonstrates that the uses in the proposed development are conducive to bicycle use.*
- (f) *For any other good cause shown.*

LINOWES
AND **BLOCHER LLP**
ATTORNEYS AT LAW

Mr. James Wasilak
July 25, 2011
Page 18

The Project satisfies four of these criteria (subsections (a), (b), (c), and (f)) as follows: (i) A major point of pedestrian access to the Project is located approximately 600 feet from an entrance to the Twinbrook Metro Station. Furthermore, the entire Property is located within a quarter-mile radius of the Twinbrook Metro Station. (ii) Several Metrobus and Ride-On bus routes are located in the immediate vicinity of the Project, and the Project is served by conveniently located bus stops. In addition, the Twinbrook Metro Station is a hub for numerous Metrobus and Ride-On bus lines that effectively and efficiently link the Project to the rest of the region. Therefore, the Project is well-served by Metro, Metrobus, and Ride-On bus, all of which will serve to further reduce the demand for parking within the Project itself. (iii) A WMATA public parking facility fewer than 1,000 feet from a proposed building entrance to the Project is being constructed in conjunction with The JBG Companies' adjacent Twinbrook Station project, which is anticipated to be completed prior to construction of the Project. (iv) The Project is a model transit-oriented development with excellent proximity to Metro and bus service. Available Metro ridership data indicates that transit (both Metro and bus) ridership has significantly increased within the past few years, it is anticipated that higher gas prices will serve to further increase this usage, and proximity to transit will encourage transit ridership and ease traffic congestion and vehicle-related environmental impacts. For these reasons, the Mayor and Council have good cause to approve the Applicant's parking reduction request.

(2) Right-of-Way Width

Pursuant to Section 21-20 of the City Code, the Applicant requests a minor waiver of required right-of-way width for the Chapman Avenue Extension and Festival Street, both of which are classified as business district roads. Both Festival Street and the Chapman Avenue Extension are required to be 70 feet wide pursuant to Section 21-60 of the City Code, but the Applicant seeks to construct the Chapman Avenue Extension within a 53.67-foot right-of-way with a 16.33-foot Public Utility Easement, resulting in total width dedicated to public use of 70 feet, and to construct Festival Street within a 51.67-foot right-of-way with a 14.33-foot Public Utility Easement, resulting in total width dedicated to public use of 66 feet. Pursuant to Section 21-20, the Mayor and Council may approve these waivers if they find them to be in the public interest.

Granting of the waivers satisfies the intent of the desired 70-foot right-of-way while providing greater flexibility for the Applicant to design the Project to urban design standards, and therefore approval of each is in the public interest. In each case (the Chapman Avenue Extension will have a 53.67-foot right-of-way combined with a 16.33-foot Public Utility Easement, and Festival Street will have a 51.67-foot right-of-way combined with a 14.33-foot Public Utility Easement), the lesser rights-of-way will permit desired two-way travel lanes, wide sidewalks, and an attractive streetscape environment fronting on the activating retail uses lining Festival Street and the Chapman Avenue Extension, preserving necessary vehicular and pedestrian circulation while

LINOWES
AND BLOCHER LLP
 ATTORNEYS AT LAW

Mr. James Wasilak
 July 25, 2011
 Page 19

also providing the urban design flexibility to combine functions in the spaces between buildings (i.e., underground parking garages, stormwater management vaults, utilities, etc.). Approval of the waiver will allow the Applicant to satisfy the intent of the standard business district road requirements, while recognizing the urban nature of the Project and the need to design the Project to efficiently utilize all available space between buildings for such functions as underground parking, stormwater management vaults, utilities, and the like. It should also be noted that the requested waiver would allow the portion of the Chapman Avenue Extension located within the Project to match the section of the Extension approved but not yet constructed to the south at The JBG Companies' Twinbrook Station project.

CONCLUSION

The Applicant respectfully requests that the Mayor and Council grant approval of this Project Plan for this proposed mixed-use, transit-oriented development located in the MXTD Zone in close proximity to the Twinbrook Metro Station. As explained above and in the plans submitted with this Application, the Project meets the purposes and standards of the MXTD Zone, satisfies and exceeds the visions, objectives, and recommendations of the 1989 Plan and the Draft 2011 Plan, and fulfills the Project Plan standards established in Section 25.07.01(b)(2) of the Zoning Ordinance. This Project provides an opportunity to provide a high-quality mixed-use development with residential, office, hotel, health club, retail, and restaurant uses; to improve upon the existing outdated single-story commercial uses and surface parking on the Property; and to provide much-needed vehicular and pedestrian linkages and improvements between the Twinbrook Metro Station and Rockville Pike. For all of these reasons, the Applicant respectfully requests that the Mayor and Council grant approval of this Project Plan Application.

LIST OF ENCLOSED APPLICATION PLANS AND MATERIALS

- (1) Completed Application
- (2) Check for the necessary filing fee and sign fee
- (3) Project narrative and statement of justification
- (4) Pre-Application Area Meeting Number 0011-00042 notes (dated April 28, 2011) and Development Review Committee meeting notes (dated May 5, 2011)
- (5) Proposed Post-Application Area Meeting date of August 15, 2011, to be held at the City of Rockville City Hall
- (6) Concept Site Development Plan, prepared and certified by a professional engineer (15 copies)
- (7) Approved NRI/FSD (approved on July 11, 2011)

**L&B 1567738v6/11901.0001

LINOWES
AND **BLOCHER LLP**
ATTORNEYS AT LAW

Mr. James Wasilak
July 25, 2011
Page 20

- (8) Preliminary Building Elevations and Floor Plans (3 copies)
- (9) Comprehensive Transportation Review Report (with required fee, and copy to CPDS)
- (10) Concept Landscape Plan (6 copies)
- (11) Preliminary Forest Conservation Plan
- (12) Approved Stormwater Management Concept Plan (approved on July 1, 2011)
- (13) Fire Protection Site Plan
- (14) Shade Study
- (15) Electronic version of all materials

Thank you for your consideration of this Application. Should you have any questions or need any additional information, please feel free to contact us.

Very truly yours,

LINOWES AND BLOCHER LLP

C. Robert Dalrymple, III

C. Robert Dalrymple

Heather Dlhopsky

Heather Dlhopsky

Enclosures

cc: Mr. Jeremy Hurlbutt
Mr. Jim Alexander
Mr. Tim Eden
Ms. Ines Vega
Mr. Daniel Ashtary
Ms. Nancy Randall
Samantha L. Mazo, Esq.

Twinbrook Metro Center – PAM # 0011-0042 Meeting Minutes/Summary from April 28, 2010
Area Meeting

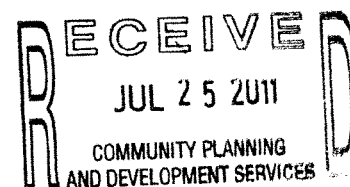
Location: City of Rockville City Hall, Mayor and Council Chamber

Time: Meeting started at 7:05 and ended at 8:10

Attendees

Development Team:

- Jim Alexander: Twinbrook Partners
- Tim Eden: Twinbrook Partners
- Bob Dalrymple: Linowes and Blocher, LLP
- Samantha Mazo: Linowes and Blocher, LLP
- Ines Vega: Vika
- Nancy Randall: Wells and Associates
- Daniel Ashtary: Torti Gallas and Partners
- Elizabeth Maeder: Torti Gallas and Partners
- Michael Parker: Torti Gallas and Partners



Neighbors:

- Dan Ryan: 5916 Halpine Road
- Judy Miller: 5920 Halpine Road
- Christina Ginsburg: 1204 Simmons Dr.
- John and Jenny Hyuli: 12600 Twinbrook Parkway
- Dan Outen: 1800 Rockville Pike
- Matt Hurson: 641 Kent Orks Way, Gaithersburg, MD 20878

Development Team Presentation

Boards

The development team displayed 12 boards in the front of the room for attendees to review. These boards include images of the project massing, site location, planned street network, existing uses on site, ground floor plan, third floor plan, fifth floor plan, building height diagrams, project site plan, and three boards of photos of similar developments throughout the region.

Jim Alexander

Jim briefly introduced the owner, Northwestern Mutual, the development team and the Project.

Tim Eden

Tim provided a Project overview. He first explained the owner and Twinbrook Partners were attracted to the Property because of its proximity to the Twinbrook Metro Station. The owners and the development partners concluded the Property required a comprehensive redesign that included enhancing the Rockville Pike grid and surrounding pedestrian circulation system by constructing the Chapman Avenue extension and Festival Street.

Tim explained the Project is designed with five separate buildings with different heights to provide variety on the Site. The buildings will have ground floor retail tailored towards smaller

shops and services to meet the needs of the residents and people working in the offices. The development team does not anticipate having big box retail.

Tim further explained the buildings along Rockville Pike will be set back 135-feet from the roadway, and the Project will provide a green plaza along Rockville Pike. Parking will be provided in underground/aboveground structures that will be lined by the ground floor retail spaces in the building structures and will not be visible from the streets. The Project proposes office, hotel, gym and residential uses above one level of ground floor retail. In addition the Project will be built to LEED Certification, will include green roofs and will exceed the open space and public use space requirements.

Daniel Ashtary.

The Project's lead architect explained that the Project is designed to break up the existing block and create a series of "special moments" including a linear park with street trees, restaurants and retail options and a fountain. These "special moments" will enliven the streetscape and create a "place."

The Project is divided into into five separate buildings to avoid creating overly bulky or large structures. The buildings will be distinctive in their design and character, and will be designed to suit their perspective use. For example, although the materials have not been determined, the office building along Rockville Pike will likely have glass fenestration, while the residential buildings along Chapman Avenue will likely have balconies and different types of window treatments. Finally, the Project is designed to accommodate a contextual building on the Diener property when that Property is ready to be developed.

Neighbor Questions/Comments and Development Team responses summarized in matrix form:
After the presentation, the floor was opened to neighbor comments and questions.

<u>Speaker</u>	<u>Question/Comments</u>	<u>Twinbrook Response</u>
Judy Miller	She asked about the exact use program proposed for the Site. She does not think Rockville Pike can accommodate all the additional density proposed in this project and the Rockville Pike Plan. She does not understand who would want to put retail or a restaurant next to 14 lanes of traffic. As a general matter, she said the neighbors oppose the Rockville Pike Plan.	Project proposes: 850 residential units, 190,000 s.f. of office, 200-room hotel and about 60,000 s.f. of retail and 36,000 s.f. of fitness center space. The development team believes this is the type of development that makes sense in proximity to Metro and creates a balanced, transit-oriented development.
Christina Ginsburg	Will this project conform to the 1989 Plan and the existing zoning or will it conform to the Rockville Pike Plan now being reviewed by the Planning Commission?	The Project will conform to the MXTD zone and the 1989 Plan. It also satisfies many of the proposed Rockville Pike Plan's "Development Principles"

<u>Speaker</u>	<u>Question/Comments</u>	<u>Twinbrook Response</u>
Christina Ginsburg	This morning, I attended the DRC for the 1800 Rockville Pike project, and they are only planning 350 residential units. Why are you proposing 850?	We are not familiar with JBG's project, but we understand the property is about ½ the size of our Property.
Judy Miller	We just don't think it is realistic to put this many new residential dwellings on Rockville Pike. Between the Twinbrook project and the 1800 Rockville Pike project, we have almost 1600 new residential units going up in one place. That is almost as many as Twinbrook Station.	We strongly feel this is a real opportunity to create transit-oriented development. For this type of development to be successful, you need a certain residential density at the Metro station.
Christina Ginsburg	How many dwelling units are being proposed? How many parking spaces? Will Festival Street be as wide as Halpine?	Dwelling units: 850 Parking spaces: Approx. 1400 Festival Street will be two, 11-foot travel lanes and two parking lanes. Halpine is wider because it has 3, 12-foot travel lanes.
Christina Ginsburg	At the DRC for 1800 Rockville Pike, Staff is not recommending the 1989 OR the new Rockville Pike plan, how are you dealing with this issue?	We are building to the 1989 Plan, but our Project meets many of the Development Principles of the new Rockville Pike Plan. Particularly, we are keeping the 135-foot setback, and we are locating a green plaza along Rockville Pike.
Christina Ginsburg	If the new Rockville Pike Plan gets approved, will you lose the green plaza?	No. The green plaza will remain if the Rockville Pike Plan is approved. This Project (and the green plaza) will remain unchanged irrespective of Staff (or the Planning Commission's) determination on the design of Rockville Pike (i.e- whether it has BRT down the middle or BRT/bus lanes down the side).
Christina Ginsburg	We do not want the BRT to stay running along the sides because we do not know how that will work with bikes. Also, we do not think the money will ever be there to construct the BRT system because Doug Duncan promised \$60,000 a year for rapid transit and that never materialized.	Twinbrook prefers the service-lane design proposed in the draft Rockville Pike Plan because it is more reasonable and likely to happen. But in the end, the design of Rockville Pike will not impact the final design of this Project.
Christina Ginsburg	What is the rationale for putting restaurants or retail on Rockville Pike?	We would like to start to create an urban road network. There is very little connectivity on the Pike.

<u>Speaker</u>	<u>Question/Comments</u>	<u>Twinbrook Response</u>
Christina Ginsburg	The locals perceive Rockville Pike differently and know how to get around without using Rockville Pike. For example, the Rockville Pike Plan consultant, Gianni Longo, said that he could not find his way from the Metro to the Pike. During the Pike Plan meetings, the locals were saying "Pike Connectivity" was less important, but the consultants did not pay any attention to the locals.	We understand that position, but we still think if you build additional road network and can get around more easily, it makes more sense. Creating a road network that complements Rockville Pike will relieve the traffic burden on the Pike by giving local traffic other street options for circulation.
Dan Ryan	I am new to Rockville, and have only lived here for about one year. I like density, but I do not want to have to cross a large highway to get there or be sitting in a café next to a large street.	We think developments like ours create a sense of "place" and in doing so will work to calm and slow the traffic. This is especially true of a project like this one that creates a particular type of retail environment, and the place will feel friendlier. Furthermore, Festival Street will be constructed with 11-foot lanes, which automatically slows traffic.
Christina Ginsburg	How many children are being projected? Where will they go to school? We don't think it is true that multi-family developments generate fewer children. There will probably need to be a new school site on Rockville Pike to accommodate all of these children. Will this Project need its own school bus route? Did the development team send a notice to all the civic groups in the particular school cluster? We know RORZOR does not require this type of notice, but we think those civic groups need to be made aware of this type of development because it could bring more students to their schools.	The residential will have mostly one-bedroom and studios, and we don't anticipate it will generate many children. The Project is in the Walter Johnson Cluster, which has sufficient capacity to accommodate this project. We do not know if MCPS will need to send a bus to the Property or construct an additional school on Rockville Pike. In terms of notice, we sent notice to all the HOAs and civic groups identified by the City. However, in the future, we would be happy to notice additional civic groups.
Christina Ginsburg	How many vehicle trips are you anticipating the Project will generate?	We have not completed our Traffic study, but we submitted the City In-Take form and received a signed scoping letter. The traffic counts are underway, and we anticipate 609 vehicle trips in the AM peak hour, 682 in the PM peak hour and 501 Saturday peak hour trips.

<u>Speaker</u>	<u>Question/Comments</u>	<u>Twinbrook Response</u>
Christina Ginsburg	How are you handling water run-off?	We are working with the City to finalize the stormwater management plan, but we anticipate a mixture of green roofs, biofiltration pools and underground vaults.
Christina Ginsburg	What kind of Green Roofs do you propose? I don't see any difference between run-off that comes off of surface parking and run-off from the tops of buildings. All of the run off goes into the creek behind our homes.	We propose green roofs that will act as effective stormwater run-off management systems. These green roofs will be both passive and active spaces. But no matter how the green roof is used, between the green roofs, biofiltration pools and vaults, we will drastically improve the quantity and quality of run-off coming off the site.
Christina Ginsburg	Will you be seeking LEED Certification? I am not happy with the Green Building Code the City adopted. I think it intended to evade the requirements, and I don't think it is useful.	We understand your position. We will meet the City's point criteria for LEED Certification.
Dan Outen	Is this a phased project? What kind of residential? What is the market?	Yes, the Project will probably be phased. We will probably construct the office building and the first residential building of 400 units in the initial stage. Then we will construct the hotel and the other residential building. The third residential building against the WMATA tracks will probably be built in the final phase. We anticipate the residential units will be high-quality and contemporary in style.
Dan Ryan	How much retail is being proposed, and how does that compare to what is there now?	We are proposing about 1/3 less retail than what is currently on the site.
Christina Ginsburg	Will the parking garages all be above grade?	No. All three parking garages will include between one and two levels of below-grade parking.

Jim Alexander asked if anyone else had any questions. Seeing none, the meeting concluded around 8:10 pm.

The above minutes/summary was written by Samantha L. Mazo, Esq., an attorney at Linowes and Blocher LLP and accurately represents the proceedings of the April 28, 2011 area meeting.

Project Plan Application – PJT2012-00002 Meeting Minutes/Summary from August 24, 2011
Post-Application Area Meeting

Location: City of Rockville City Hall, Black Eyed Susan Conference Room

Time: Meeting started at 7:05pm and ended at 8:04pm

Attendees

Development Team:

- Jim Alexander: Twinbrook Partners
- Tim Eden: Twinbrook Partners
- Bob Dalrymple: Linowes and Blocher LLP
- Heather Dlhopsky: Linowes and Blocher LLP
- Chuck Irish: Vika
- Daniel Ashtary: Torti Gallas and Partners
- Elizabeth Maeder: Torti Gallas and Partners

Neighbors:

- Brigitta Mullican: 1947 Lewis Ave
- Chuck Gambrill : 14665 Rothgeb Drive
- Jen Allen: 1596B Rockville Pike
- Anieue Raspara: 1596B Rockville Pike
- Marguete Sug: 10036 Avenel Farm Drive
- Jeremy Hurlbut: 111 Maryland Ave
- Brian Martha : 1401 Matthews Drive
- Bobby Ray: 111 Maryland Ave
- Daniel Outen: 4445 Willard Ave
- Doug Smallwood: 1592 E. Rockville Pike

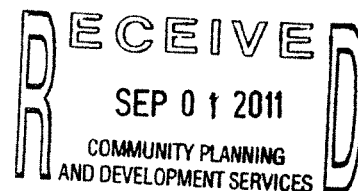
Development Team Presentation

Boards

The development team displayed 12 boards in the front of the room for attendees to review. These boards include images of the project massing, site location, planned street network, existing uses on site, ground floor plan, third floor plan, fifth floor, plan, building height diagrams, project site plan, and three boards of photos of similar developments throughout the region.

Tim Eden

Tim introduced the development team members present.



Tim started out the meeting stating that Twinbrook Metroplace is a mixed use site that is a transit oriented project at the Twinbrook Metro, a good transportation corridor for both the county and city. The project is located at Halpine Road and Rockville Pike. Tim revealed the address of the building is 1600 Rockville Pike. The building will be used for residential, office space, hotel, and retail located on the ground floor.

There are 180 hotel rooms, the residential buildings were designed to be used as apartments but can be used as condos depending on the market. All streets have residential presence due to the location. The name of the new street will be called "Festival Street", it lines up with the entrance to Congressional Plaza.

In addition the site plan was then explained further, there will be retail on the ground floor of all the buildings. Tim also stated the importance of parks and amenities, as well as "street life" to help differentiate the community. It will be called Twinbrook Metroplace. Tim then turned the meeting over to the Jim Alexander, who will give specifics on the site plan.

Jim Alexander

Jim started off with the history behind Twinbrook Metroplace. He mentioned that this is the second community meeting and that the pre-application submission was filed on April 8th 2011 and the first community meeting was held on April 28th 2011. Jim described the revisions have been made since then.

He stated that Festival Street will now be a public street instead of private. The sidewalk widths have been changed and adjustments have been made. The service alley access route has been relocated from Chapman Avenue to Halpine Road to provide a much easier access route to the parking garage. All storm water management vaults have been located within the buildings. Jim also added that the building is wrapped by retail stores, parking cannot be seen. A section of retail space at the end of the extension of Chapman Avenue i has been relocated to Chapman Avenue to allow flexibility. Tree coverage has been increased and added in additional areas. Revisions have been made to reduce building garage footprints.

He concluded that the project will be "greener" and environmentally friendly once completed. The project plan has been submitted to the city for review. Jim turns the meeting over to Dan Ashtary, the project's lead architect.

Dan Ashtary

Dan explained that he will focus on the character and design of the project. He gave details of the urban design of the site. He stated that all three streets, Festival Street, Chapman Avenue, and Rockville Pike will become a "park like" experience with seating, plants, and restaurants. He also stated that there is also potential for a fountain or a "gathering place" as the focal point of the building. He mentioned that it is to create a place where people will gravitate to. The focus is to create a place that has a great entrance for parking, and provide a beautiful entrance to the hotel and better courtsides. He concluded that he went for a contemporary design that will complement the area.

Neighbor Questions/Comments and Development Team responses summarized in matrix form:
After the presentation, the floor was opened to neighbor comments and questions.

<u>Speaker</u>	<u>Questions/Comments</u>	<u>Twinbrook Responses</u>
Brigitta Mullican	She asked about the height of the buildings?	Jim answered and demonstrated on one of the twelve boards that the residential building is 146ft, the office building is 125ft, the hotels are 105ft, another residential building is 144ft, he then pointed out the height of another building that is 145ft.
Brian Martin	He asked how the WMATA garage entrance affects the project.	Jim answered that the WMATA garage is already under construction and will not affect the project.
Brian Martin	He asked what the garage above grade would look like?	It will have 3 levels and screened behind trees. There will be an attractive apartment building behind the garage.
Brian Martin	He is concerned about the design of the residential building facing the railroad tracks and behind the building and that it would take away from the beauty of the place.	Jim stated that it will be a "first class" and contemporary building design.
Brian Martin	Is there a sense of impact that the residents will have regarding schools?	Jim answered that it is located in the Walter Johnson school district.
Doug Smallwood	He asked if there will be a traffic light that will go up at Festival Street.	There will not be a light at Festival Street and Rockville Pike.
Bobby Ray	When will the next meeting be held?	Heather Dlhopsky answered September 8 --The DRC meeting will be held. September 14 -- Planning Commission Briefing. September 19th -- Mayor and Council briefing. Oct/Nov -- Public hearings, before Planning Commission and Mayor and Council. The dates for October and November will be determined.

Jim Alexander asked if anyone had further questions, seeing none, the meeting concluded around 8:04pm.

The above minutes /summary were written by Paula Anderson Client Services Director at Carr Workplaces. The minutes accurately represent the proceedings of the August 24, 2011 area meeting.